

# **EXHIBIT D**

1  
2 UNITED STATES DISTRICT COURT  
3 SOUTHERN DISTRICT OF NEW YORK

4 -----  
5 SPENCER MEYER, individually and on  
6 behalf of those similarly situated,

7 Plaintiffs,

8 vs. 1:15 Civ. 9796 (JSR)

9 TRAVIS KALANICK,

10 Defendant.  
11 -----

12  
13 DEPOSITION OF TODD EGELAND  
14

15 Wednesday, June 15, 2016

16 9:06 a.m.  
17  
18  
19  
20  
21

22 Reported by:

23 Joan Ferrara, RPR, RMR, CRR

24 Job No. 174300  
25

June 15, 2016

9:06 a.m.

New York, New York

Deposition of TODD EGELAND, held  
at the offices of McKool Smith, One Bryant  
Park Avenue, New York, New York, pursuant  
to Notice, before Joan Ferrara, a  
Registered Professional and Merit Reporter  
and Notary Public of the State of New York.

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A P P E A R A N C E S:

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A P P E A R A N C E S: (Continued)

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1  
2 THE COURT REPORTER: I just need  
3 to confirm on the record if everyone  
4 would like a daily delivery again for  
5 today's witness.

6 MR. BOWKER: Yes.

7 MR. BRODSKY: Yes.

8 MR. SMITH: Yes.

9  
10 T O D D E G E L A N D,  
11 called as a witness, having been duly  
12 sworn by a Notary Public, was examined  
13 and testified as follows:

14 EXAMINATION BY

15 MR. SMITH:

16 Q. Good morning, Mr. Egeland.

17 A. Good morning.

18 Q. I introduced myself earlier, but  
19 again, my name is James Smith. I'm with  
20 McKool Smith, and I represent plaintiffs  
21 and Spencer Meyer in this action.

22 A. Okay.

23 Q. Can you please state your name  
24 for the record.

25 A. Todd Egeland.

1 T. Egeland  
2 title of the person who is sort of  
3 instructing or guiding the junior person?

4 A. It could be anywhere from an Ergo  
5 partner, to an engagement manager, to a  
6 senior analyst.

7 Q. And so do you know whether or not  
8 analysts at Ergo use false and misleading  
9 statements when they're contacting primary  
10 sources?

11 A. I'm not quite sure what you mean  
12 by false and misleading statements.

13 Q. So I guess I can give you some  
14 examples. Do you know if whether or not an  
15 analyst at Ergo will reach out to a primary  
16 source, if they will make a false statement  
17 about who they are?

18 A. I don't believe we mislead people  
19 on who we are. That's not been my  
20 experience.

21 Q. Do you know if whether or not an  
22 analyst will mislead a potential target  
23 about the reason that they're reaching out  
24 to them to collect information?

25 A. Yes.

1 T. Egeland

2 Q. So Ergo analysts do do that?

3 A. Yes.

4 Q. Okay.

5 And why is that?

6 A. For a couple of reasons. One is  
7 to protect the identity of our client. In  
8 many cases it may only be the client who  
9 would be asking that information. So a  
10 company or investor wouldn't want their  
11 potential acquisition target to know who  
12 was interested in them. And also it helps  
13 us get unbiased information.

14 Q. How does it help get unbiased  
15 information?

16 A. As we go out and ask questions,  
17 we typically want to do it without leading  
18 questions. We want to ask questions that  
19 ask in a way that the person receiving the  
20 question doesn't ask themselves what answer  
21 are they looking for, I'll tell them what I  
22 think they want to know, which is common in  
23 many cultures.

24 So what we want to do is we may  
25 make the target a part of a larger survey



1 T. Egeland

2 We will ask our client are they  
3 being diligenced and can we be, you know,  
4 very direct. And they go yes, they know  
5 they're undergoing diligence. So we will  
6 go right in and be very, you are being --  
7 you know, we're talking to his colleagues  
8 and his friends and saying we're doing a  
9 diligence on Mr. Smith, I have some  
10 questions, would you like to answer those.

11 Q. Understood.

12 But in the situations where  
13 you're unable to tell the primary source  
14 that you're doing diligence or Mr. Smith or  
15 whoever, do you think it makes them more  
16 forthcoming with information if you say,  
17 well, we're doing this general survey as  
18 opposed to we're doing a research project  
19 on Mr. Smith?

20 A. I think it -- yes, I do.

21 Q. So you said that you're in  
22 business development. Does Ergo market its  
23 ability to obtain, you know, hard to find  
24 or hidden information to clients and  
25 potential clients?

1 T. Egeland  
2 action lawsuit against Uber, have you heard  
3 anything about this, would this be in  
4 keeping with his character?'"

5 He goes on:

6 "All the sources believe that I  
7 am profiling Mr. Meyer for report on  
8 leading figures in conservation. I think  
9 this cover could still protect us from any  
10 suspicion in the event that I ask a  
11 question. Asking such a question could  
12 have all sorts of consequences for  
13 Mr. Meyer himself, as it would get the  
14 academic rumor mill going."

15 Do you see that?

16 A. Yes.

17 Q. And so on January 15th,  
18 Mr. Santos-Neves told you that the sources  
19 he was contacting believed that he was  
20 creating a report on leading figures in  
21 conservation?

22 A. Yes.

23 Q. Is that correct?

24 A. Yes.

25 Q. So you were aware of that --

1 T. Egeland

2 A. Yes.

3 Q. On January 15th?

4 A. Yes.

5 Q. And we said before -- well, let  
6 me back up.

7 And was that a problem for you in  
8 any way?

9 A. When I read this at the time, no.

10 Q. Why is it not a problem?

11 A. Because he was doing a light  
12 touch outreach to sources -- this is what I  
13 was assuming, because I didn't know -- this  
14 is all I knew. I had no other idea how he  
15 was going out to people, on each specific  
16 person what he was.

17 But he -- I didn't see any issue  
18 with him going out asking people. He was  
19 making a report on leading figures in  
20 conservation. That didn't strike me at the  
21 time as being of issue.

22 Q. And he notes that he could ask a  
23 couple of sources directly about the suit,  
24 but that might create suspicion about the  
25 representation that he was creating a

1 T. Egeland  
2 what's generating the issue that Craig  
3 Clark is dealing with.

4 Q. Why were you so taken aback?

5 A. Because Mr. Schmidt was never the  
6 subject of our reputational due diligence.

7 Q. But Mr. Schmidt's relationship  
8 with Mr. Meyer was part of that due  
9 diligence, right?

10 A. Right. And as part of my, the  
11 tasking to Miguel was all focused on if we  
12 can learn of that through questions of  
13 Mr. Meyer's primary sources. We never  
14 intended for him or asked him to go reach  
15 out regarding Mr. Schmidt and we felt it  
16 was bad judgment on his part and we  
17 couldn't believe that he did that.

18 Q. And you write in the next  
19 paragraph:

20 "I do want to assure you that we  
21 have safeguards in place (and training)  
22 that should have prevented our investigator  
23 from going beyond the scope of the project  
24 or sending Ergo-identified questions to a  
25 potential interviewee."

1 T. Egeland

2 So what were the safeguards and  
3 training that you were referring to here?

4 A. The safeguards and training in  
5 place were my assumption that Matthew  
6 Moneyhon was running this project, that he  
7 was overseeing it, and that Miguel should  
8 have asked somebody for advice and guidance  
9 before he went beyond the scope of the  
10 project.

11 Q. What did you consider to be  
12 beyond the scope of the project?

13 A. Specifically going out and doing  
14 primary research on Mr. Schmidt.

15 Q. And so specifically, I guess  
16 specifically what training were you  
17 thinking of that would prevent  
18 Mr. Santos-Neves from going beyond the  
19 scope of the project? Did you have  
20 anything in mind?

21 A. What I had in mind was actually  
22 that he's a junior analyst but he's  
23 experienced and he should have had  
24 mentorship training that when in doubt, go  
25 seek out a senior person and get guidance.

1 T. Egeland  
2 because when they invited me, I went to  
3 Uber headquarters and they aren't at Uber  
4 headquarters, and it took about 30, 40  
5 minutes for me to go get to the right  
6 place, much to my embarrassment as a  
7 researcher. So they had a time commitment  
8 at the top of the hour. So thank goodness  
9 it was short.

10 Q. How long was the meeting?

11 A. I estimate the meeting with those  
12 two was 20 minutes.

13 Q. How did it leave off?

14 A. I'm sorry?

15 Q. How did it leave off or end up?

16 MR. BRODSKY: Same objection.

17 Same stipulation.

18 MR. SMITH: Yes.

19 A. From my perspective, it was a  
20 strange meeting in hindsight because we  
21 went in with the assumption it was all  
22 about reaching out to Mr. Hood. And that  
23 was our narrative and that's where we were  
24 focused.

25 You know, their questions were,

1 T. Egeland  
2 well, why did this happen, what do you have  
3 in place to prevent this -- and it just  
4 kept on, and on, and on.

5 We kept going as far down the  
6 road we could, and they kept asking and  
7 kept asking. Then the meeting was -- you  
8 know, Craig was a very nice guy, he said  
9 thank you, and basically got up and left.

10 It was -- there was no other  
11 conversation about other parts of other --  
12 there were no questions concerning other  
13 people Miguel had reached out to at all.  
14 They just didn't ask any questions, didn't  
15 go there. I was focused just on hood, so I  
16 was kind of had blinders on, and same with  
17 R.P., he was on the phone.

18 Q. So you've said a couple of times  
19 that they kept asking you questions about  
20 how could have this happened. What is the  
21 "this" you're referring to?

22 A. "This" in my mind was, we were  
23 then and until other issues popped up  
24 focused on this whole thing was caused by  
25 Miguel reaching out to Mr. Hood, and we

1 T. Egeland

2 were singularly focused on that issue.

3 Q. Is that what they meant by this,  
4 how could this have happened?

5 MR. BRODSKY: Objection. Form.

6 A. That was my assumption.

7 Q. So it's fair to say that they  
8 were fairly upset?

9 A. They weren't yelling or  
10 screaming, but they had a stern tone of  
11 voice -- Craig. Matt didn't say anything  
12 in the meeting that I remember.

13 Q. Do you know what they, what Matt  
14 and Craig were upset over?

15 A. They didn't say. My assumption  
16 was -- my assumption was how could your guy  
17 be so stupid as to reach out to an opposing  
18 counsel's former colleague. That was my  
19 take on it.

20 Q. Why would that have been stupid?

21 A. Well, we thought that's what  
22 precipitated the whole issue --

23 Q. The discovery of the  
24 investigation?

25 A. Exactly. We thought it was that



1 T. Egeland

2 one issue precipitated everything.

3 Q. So you thought that they were  
4 upset because the investigation had been  
5 discovered?

6 A. I thought they were upset because  
7 we did a stupid thing that went beyond what  
8 we said we were going to do.

9 Q. That resulted in it being  
10 discovered by plaintiff's counsel?

11 MR. BRODSKY: Objection to form  
12 on that.

13 MR. BOWKER: Objection to form.

14 A. I can only answer the question if  
15 it was flipped -- if it wouldn't have been  
16 discovered, I wouldn't have been in that  
17 meeting.

18 Q. So earlier on I was asking you  
19 about the extent of your communications  
20 with basically anyone about the Meyer  
21 investigation, and I was focusing on your  
22 communications with individuals prior to  
23 delivery of the report on January 19th of  
24 this year.

25 Who all did you speak with about

1 T. Egeland

2 target of questioning?

3 A. No.

4 MR. SMITH: Objection. Form.

5 BY MR. BOWKER:

6 Q. In the Meyer investigation, was  
7 it ever Ergo's intention to collect  
8 inaccurate information?

9 MR. SMITH: Objection. Form.

10 A. No.

11 Q. In the Meyer investigation, did  
12 Ergo comply with applicable law?

13 MR. SMITH: Object to the form.

14 A. To my knowledge, yes.

15 MR. BOWKER: Thank you.

16 MR. SMITH: Give me just one  
17 second, please.

18 (Recess taken from 2:45 p.m. to  
19 2:46 p.m.)

20 MR. SMITH: Just a couple of  
21 brief follow-ups.

22 FURTHER EXAMINATION

23 BY MR. SMITH:

24 Q. Mr. Egeland, are you aware that  
25 in the context of the Meyer investigation,

1 T. Egeland  
2 Mr. Santos-Neves was reaching out to  
3 contacts telling him that he was conducting  
4 research for a report on various  
5 up-and-coming researchers in environmental  
6 conservation?

7 MR. BOWKER: Objection to form.

8 A. Yes, I learned of that from one  
9 of his e-mails to me in project review.

10 Q. Was Miguel Santos-Neves ever  
11 working on a report about multiple  
12 up-and-coming researchers in environmental  
13 conservation?

14 (Continued on next page to  
15 include signature and jurat.)  
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25

1 T. Egeland

2 A. No.

3 MR. BOWKER: Objection to form.

4 MR. SMITH: Thank you very much.

5 I have nothing further.

6 (Time noted: 2:47 p.m.)

7  
8  
9 \_\_\_\_\_  
10 TODD EGELAND

11  
12 Subscribed and sworn to before me

13 this \_\_\_\_ day of \_\_\_\_\_, 2016.